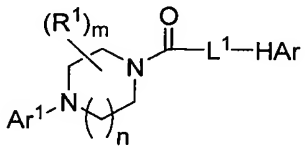
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound having the formula:



or a pharmaceutically acceptable salt or N-oxide thereof, wherein

the subscript n is 1;

the subscript m is an integer of from 0 to 2;

each R^1 is a substituent independently selected from the group consisting of $-CO_2H$, C_{1-4} alkyl and C_{1-4} haloalkyl, wherein the aliphatic portions of each of said R^1 substituents is optionally substituted with from one to three members selected from the group consisting of -OH, $-OR^m$, and $-S(O)_2R^m$ wherein each R^m is independently an unsubstituted C_{1-6} alkyl;

Ar^1 is phenyl, optionally substituted with from one to three R^2 substituents independently selected from the group consisting of halogen, $-OR^c$, $-NR^cR^d$, $-SR^c$, $-R^e$, -CN, $-NO_2$, $-CO_2R^c$, $-CONR^cR^d$, $-C(O)R^c$, $-OC(O)NR^cR^d$, $-NR^dC(O)R^c$, $-NR^dC(O)_2R^e$, $-NR^c-C(O)NR^cR^d$, $-S(O)R^e$, $-S(O)_2R^e$, $-NR^cS(O)_2R^e$, $-S(O)_2NR^cR^d$, $-N_3$, $-X^2OR^c$,--O-X^2OR^c, $-X^2NR^cR^d$, -O-$X^2NR^cR^d$, wherein X^2 is C_{1-4} alkylene, and each R^c and R^d is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, or optionally R^c and R^d when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members; and each R^e is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl;

HAr is a heteroaryl group selected from the group consisting of pyrazolyl and benzopyrazolyl, each of which is linked through a ring member nitrogen atom to the remainder of the molecule and is substituted with from one to three R^3 substituents independently selected from the group consisting of halogen, $-OR^f$, $-NR^fR^g$, $-SR^f$, $-R^h$, -CN, $-NO_2$, $-CO_2R^f$, $-CONR^fR^g$, $-C(O)R^f$, $-X^3OR^f$, $-X^3OC(O)R^f$, $-X^3NR^fR^g$, $-X^3SR^f$, $-X^3CN$, $-X^3NO_2$, $-X^3CO_2R^f$, $-X^3CONR^fR^g$, $-X^3C(O)R^f$, $-X^3NR^gC(O)R^f$, $-X^3NR^gC(O)_2R^h$, $-X^3NR^f$-$C(O)NR^fR^g$, -Y, $-X^3Y$, and $-X^3N_3$, wherein Y is selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizinyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, optionally substituted with from one to three substitutents selected from the group consisting of halogen, $-OR^f$, and $-R^h$, and wherein each X^3 is independently C_{1-4} alkylene, and each R^f and R^g is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl,

L^1 is $-CH_2-$ optionally substituted with a phenyl or C_{1-8} alkyl; and

with the proviso that the compound is other than CAS Reg. No. 492422-98-7, 1-[[4-bromo-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(5-chloro-2-methylphenyl)-piperazine; CAS Reg. No. 351986-92-0, 1-[[4-chloro-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(4-fluorophenyl)-piperazine; **and** CAS Reg. No. 356039-23-1, 1-[(3,5-dimethyl-4-nitro-1H-pyrazol-1-yl)acetyl]-4-(4-fluorophenyl)-piperazine~~; and CAS Reg. No. 492992-15-1, 3-[3-Fluoro-4-[4-[(1-pyrazolyl)acetyl]piperazine-1-yl]phenyl]-5-[[(isoxazol-3-yl)amino]methyl]isoxazole~~.

2. (Canceled)

3. (Canceled)

4. (Previously Presented) A compound of claim **1**, wherein Ar^1 is phenyl substituted with from 1 to 2 R^2 groups.

5. (Canceled)

6. (Previously Presented) A compound of claim **4**, wherein HAr is pyrazolyl.

7. (Previously Presented) A compound of claim **6**, wherein HAr is pyrazolyl which is substituted with three R^3 groups and L^1 is $-CH_2-$.

8. (Canceled)

9. (Canceled)

10. (Previously Presented) A compound of claim **7**, wherein one of said R^3 groups is selected from the group consisting of -Y and $-X^3-Y$, wherein Y is selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizinyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, which is optionally substituted with from one to three substituents independently selected from the group consisting of halogen, $-OR^f$, and $-R^h$, wherein each R^f is independently selected from the group consisting of H, C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl.

11. (Previously Presented) A compound of claim **10**, wherein Y is selected from the group consisting of phenyl and thienyl, each of which is optionally substituted with from one to three substituents independently selected from the group consisting of halogen, $-OR^f$, and $-R^h$, wherein each R^f is independently selected from the group consisting of H, C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl.

12. (Canceled)

13. (Canceled)

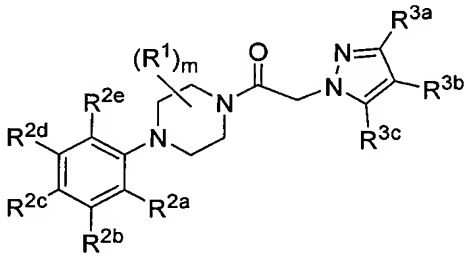
14. (Canceled)

15. (Canceled)

16. (Canceled)

17. (Canceled)

18. (Previously Presented) A compound of claim **1**, having the formula:



wherein the subscript m is 0 or 1;

R^1 is C_{1-4} alkyl, optionally substituted with -OH, $-OR^m$ or $-S(O)_2R^m$;

R^{2a}, R^{2b}, R^{2c}, R^{2d} and R^{2e} are each members independently selected from the group consisting of hydrogen, halogen, $-OR^c$, $-NR^cR^d$, $-SR^c$, $-R^e$, -CN, $-NO_2$, $-CO_2R^c$, $-CONR^cR^d$, $-C(O)R^c$, $-OC(O)NR^cR^d$, $-NR^dC(O)R^c$, $-NR^dC(O)_2R^e$, $-NR^c-C(O)NR^cR^d$, $-S(O)R^e$, $-S(O)_2R^e$, $-NR^cS(O)_2R^e$, $-S(O)_2NR^cR^d$, $-N_3$, $-X^2OR^c$, $-O-X^2OR^c$, $-X^2NR^cR^d$, $-O-X^2NR^cR^d$, wherein X^2 is C_{1-4} alkylene, and each R^c and R^d is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, or optionally R^c and R^d when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members; and each R^e is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, such that at least two of R^{2a}, R^{2b}, R^{2c}, R^{2d} and R^{2e} are H;

R^{3a}, R^{3b} and R^{3c} are each members independently selected from the group consisting of hydrogen, halogen, $-OR^f$, $-NR^fR^g$, $-SR^f$, $-R^h$, -CN, $-NO_2$, $-CO_2R^f$, $-CONR^fR^g$, $-C(O)R^f$, $-X^3OR^f$, $-X^3OC(O)R^f$, $-X^3NR^fR^g$, $-X^3SR^f$, $-X^3CN$, $-X^3NO_2$, $-X^3CO_2R^f$, $-X^3CONR^fR^g$, $-X^3C(O)R^f$, $-X^3NR^gC(O)R^f$, $-X^3NR^gC(O)_2R^h$, $-X^3NR^f$-$C(O)NR^fR^g$, -Y, $-X^3Y$, and $-X^3N_3$, wherein Y is selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizinyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, optionally substituted with from one to three substitutents selected from the group consisting of halogen, $-OR^f$, and $-R^h$, and wherein each X^3 is independently C_{1-4} alkylene, and each R^f and R^g is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, such that at least one of R^{3a}, R^{3b} and R^{3c} is other than H.

19. (Original) A compound of claim **18**, wherein at least one of R^{3a}, R^{3b} and R^{3c} is selected from the group consisting of -Y and $-X^3$-Y.

20. (Original) A compound of claim **18**, wherein m is 0 or 1; at least one of R^{2a} and R^{2e} is hydrogen.

21. (Original) A compound of claim **18**, wherein R^{3b} is halogen.

22. (Canceled)

23. (Previously Presented) A compound of claim **20**, wherein at least one of R^{3a}, R^{3b} and R^{3c} is selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl.

24. (Previously Presented) A compound of claim **23**, wherein R^{2d} is hydrogen and at least two of R^{3a}, R^{3b} and R^{3c} are selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl.

25. (Original) A compound of claim **24**, wherein R^{2c} is selected from the group consisting of F, Cl, Br, CN, NO_2, CO_2CH_3, $C(O)CH_3$ and $S(O)_2CH_3$, and each of R^{3a}, R^{3b} and R^{3c} is other than hydrogen.

26. (Previously Presented) A compound of claim **18**, wherein R^{2a} and R^{2e} are each hydrogen.

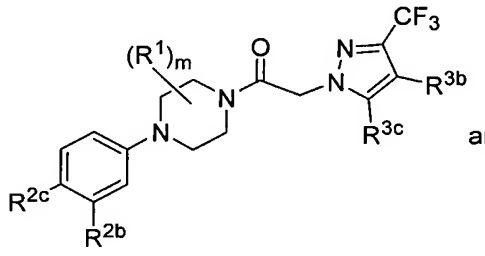
27. (Previously Presented) A compound of claim **26**, wherein at least one of R^{3a}, R^{3b} and R^{3c} is selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl.

28. (Canceled)

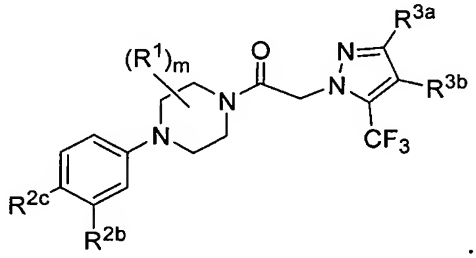
29. (Canceled)

30. (Previously Presented) A compound of claim **18**, wherein R^{2b} and R^{2e} are each hydrogen.

31. (Original) A compound of claim **18**, having a formula selected from the group consisting of:



and



32. (Original) A compound of claim **31**, wherein R^{3c} and R^{3a} are each independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; and R^{3b} is halogen.

33. (Previously Presented) A compound of claim **31**, wherein R^{3c} and R^{3a} are each independently selected from the group consisting of halogen, $-NR^fR^g$, $-SR^f$, $-CO_2R^f$, -Y and $-R^h$, wherein R^h is C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

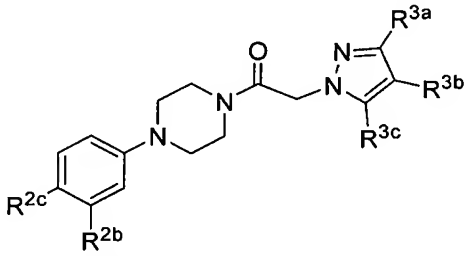
34. (Original) A compound of claim **33**, wherein R^{3b} is halogen.

35. (Original) A compound of claim **31**, wherein m is 0.

36. (Canceled)

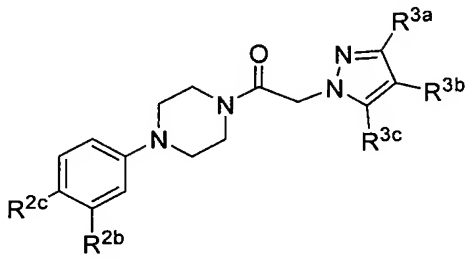
37. (Previously Presented) A compound of claim **31**, wherein R^{2b} is selected from the group consisting of $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, and $-NR^cSO_2R^e$.

38. (Original) A compound of claim **18**, having the formula:



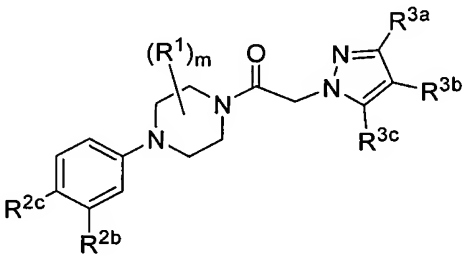
wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

39. (Original) A compound of claim **18**, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3c} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; and R^{3b} is chloro or bromo.

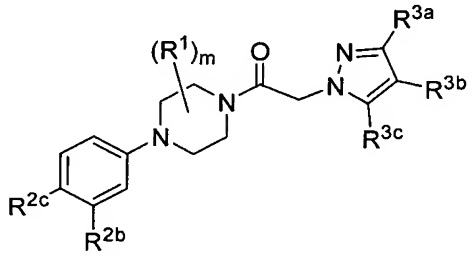
40. (Previously Presented) A compound of claim **18**, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

41. (Previously Presented) A compound of claim **40**, wherein R^1, when present, is methyl, optionally substituted with a member selected from the group consisting of -OH, $-OR^m$, and $-S(O)_2R^m$.

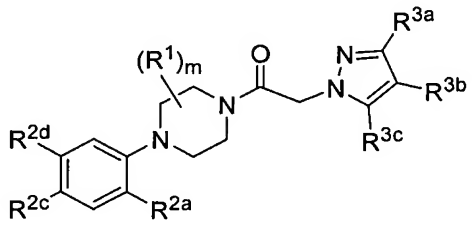
42. (Previously Presented) A compound of claim **18**, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3c} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; and R^{3b} is chloro or bromo.

43. (Previously Presented) A compound of claim **42**, wherein R^1, when present, is methyl, optionally substituted with a member selected from the group consisting of -OH, $-OR^m$, and $-S(O)_2R^m$.

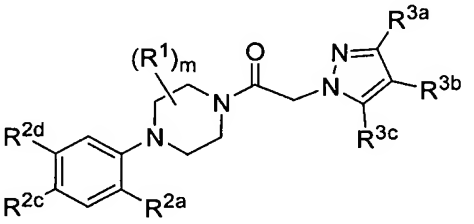
44. (Previously Presented) A compound of claim **18**, having the formula:



wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y.

45. (Previously Presented) A compound of claim **44**, wherein R^1, when present, is methyl, optionally substituted with a member selected from the group consisting of -OH, $-OR^m$, and $-S(O)_2R^m$.

46. (Previously Presented) A compound of claim **18**, having the formula:



wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^e$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2, CF_3, SCH_3 and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl.

47. (Previously Presented) A compound of claim **46**, wherein R^1, when present, is methyl, optionally substituted with a member selected from the group consisting of -OH, $-OR^m$, and $-S(O)_2R^m$.

48. (Canceled)

49. (Canceled)

50. (Canceled)

51. (Canceled)

52. (Canceled)

53. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of claim **1**.